

**EXHIBIT A**

Amended SDNY Guidelines Certification

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Special Counsel for Debtors  
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11 Case No.
	:	
MOTORS LIQUIDATION COMPANY., <i>et al.</i> ,	:	09-50026 (REG)
	:	
Debtors.	:	(Jointly Administered)
-----X		

**CERTIFICATION UNDER GUIDELINES FOR  
FEES AND DISBURSEMENTS FOR PROFESSIONALS  
IN RESPECT OF FIRST INTERIM FEE APPLICATION OF  
JENNER & BLOCK LLP FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES**

I, Daniel R. Murray, hereby certify that:

1. I am a partner of Jenner & Block LLP ("Jenner & Block"), special counsel for Motors Liquidation Company, *et al.* and its affiliated debtors (collectively, the "Debtors") in the above-captioned bankruptcy cases.

2. I have been designated by Jenner & Block with responsibility in this case for ensuring that the First Interim Application of Jenner & Block, dated November 16, 2009 (the

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“First Interim Application”) for interim payment of compensation and reimbursement of expenses for the period commencing June 1, 2009 through and including September 30, 2009 (the “Compensation Period”) complies with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Amended SDNY Guidelines”) and the United States Trustee Guidelines for Reviewing First Interim Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines” and, together with the Amended SDNY Guidelines, the “Guidelines”).

3. In respect of Section B.1 of the Amended SDNY Guidelines, I certify that:

- a. I have read the First Interim Application;
- b. To the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the Interim Application fall within the Guidelines;
- c. The fees and disbursements sought are billed at rates in accordance with practices customarily employed by Jenner & Block and generally accepted by Jenner & Block’s clients; and
- d. In providing a reimbursable service, Jenner & Block does not make a profit on that service, whether the service is performed by Jenner & Block in-house or through a third party.

4. In respect of Section B.2 of the Amended SDNY Guidelines, I certify that Jenner & Block has provided the Debtors and counsel for the statutory committee of unsecured creditors appointed in these cases statements of Jenner & Block’s fees and disbursements accrued during the previous month, although, due to administrative limitations, such statements were not always provided within the timetable set forth in the Amended SDNY Guidelines. To the extent necessary, Jenner & Block seeks a partial waiver of the requirement in Section B.2 of the Amended SDNY Guidelines that “the trustee, and in chapter 11 cases, the chair of each official

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committee and the debtor have all been provided not later than 20 days after the end of each month with a statement of fees and disbursements accrued during such month.”

5. In respect of Section B.3 of the Local Guidelines, I certify that Jenner & Block is providing the Debtors and counsel for the statutory committee of unsecured creditors appointed in these cases a copy of the First Interim Application. To the extent necessary, Jenner & Block seeks a partial waiver of the requirement in Section B.3 of the Amended SDNY Guidelines that “the trustee, and, in a chapter 11 case, the chair of each official committee and the debtor have all been provided with a copy of the relevant fee application at least 10 days before the date set by the court or any applicable rules for filing fee applications.”

Dated: November 16, 2009

/s/ Daniel R. Murray  
Daniel R. Murray